

JONES DAY
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
Facsimile: (212) 755-7306
Scott J. Greenberg

- and -

JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-3939
Facsimile: (216) 579-0212
David G. Heiman (*pro hac vice* pending)
Carl E. Black (*pro hac vice* pending)

Proposed Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
:
In re: :
: :
NII Holdings, Inc., : Chapter 11
a Delaware corporation, : Case No. 14-____ (____)
:
Debtor. :
Tax ID Number 91-1671412 :
----- X
:
In re: :
: :
Nextel International (Services), Ltd., : Chapter 11
a Delaware limited company, : Case No. 14-____ (____)
:
Debtor. :
Tax ID Number 91-1726566 :
----- X

----- x
In re:
NII Capital Corp., : Chapter 11
a Delaware corporation, : Case No. 14-____ (____)
Debtor.
Tax ID Number 22-3176843
----- x

In re:
NII Aviation, Inc., : Chapter 11
a Delaware corporation, : Case No. 14-____ (____)
Debtor.
Tax ID Number 20-1256551
----- x

In re:
NII Funding Corp., : Chapter 11
a Delaware corporation, : Case No. 14-____ (____)
Debtor.
Tax ID Number 91-1806265
----- x

In re:
NII Global Holdings, Inc., : Chapter 11
a Delaware corporation, : Case No. 14-____ (____)
Debtor.
Tax ID Number 27-1341283
----- x

----- X
In re: :
: NII International Telecom S.C.A., : Chapter 11
: a Luxembourg société en commandite par : Case No. 14-____ (____)
: actions, :
: Debtor. :
Tax ID Number 98-1027498 :
----- X
In re: :
: NII International Holdings S.à r.l., : Chapter 11
: a Luxembourg société à responsabilité limitée, : Case No. 14-____ (____)
: Debtor. :
Tax ID Number (N/A) :
----- X
In re: :
: NII International Services S.à r.l., : Chapter 11
: a Luxembourg société à responsabilité limitée, : Case No. 14-____ (____)
: Debtor. :
Tax ID Number 98-1096081 :
----- X

**MOTION OF DEBTORS AND DEBTORS
IN POSSESSION, PURSUANT TO RULE 1015(b) OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE, FOR AN ORDER
DIRECTING THE JOINT ADMINISTRATION OF THEIR CHAPTER 11 CASES**

TO THE HONORABLE
UNITED STATES BANKRUPTCY JUDGE:

NII Holdings, Inc. ("NII Holdings") and eight of its direct and indirect
subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), respectfully
represent as follows:

Background

1. On the date hereof (the "Petition Date"), the Debtors commenced these cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). By a motion filed on the Petition Date, the Debtors have requested that their chapter 11 cases be consolidated for procedural purposes only and administered jointly.

2. The Debtors are authorized to continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. NII Holdings is the ultimate parent and holding company for its debtor and non-debtor affiliates. Certain of the Debtors' non-debtor affiliates provide wireless communication services under the Nextel™ brand name for businesses and consumers in Latin America.

4. Additional information regarding the background of the Debtors, the reasons for filing these cases and the Debtors' goals for these cases are set forth in the Declaration of Daniel E. Freiman in Support of First Day Motions and in Accordance with Local Bankruptcy Rule 1007-2 (the "Freiman Declaration"), which has been filed contemporaneously herewith.

Jurisdiction

5. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

6. Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Debtors hereby seek the entry of an order directing (a) the joint

administration of the Debtors' chapter 11 cases under the chapter 11 case of NII Holdings and (b) parties in interest to use a consolidated caption (the "Proposed Caption"), as set forth in Exhibit A hereto, to indicate that any filed motion, application or other pleading relates to the jointly administered bankruptcy cases of "NII Holdings, Inc., et al."

7. The Debtors also request that the following notation (or a substantially similar notation) be entered on the docket of each of the Debtors' cases *other than the NII Holdings case* to reflect the joint administration of these cases:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of NII Holdings, Inc. and its direct and indirect debtor subsidiaries. The docket in chapter 11 Case No. 14-_____ (_____) should be consulted for all matters affecting this case.

8. The Debtors further request that the Court: (a) find that the Proposed Caption satisfies the requirements of section 342(c)(1) of the Bankruptcy Code in all respects; (b) authorize the Debtors to utilize a combined service list for the jointly administered cases; and (c) authorize combined notices be sent to creditors of the Debtors' estates and other parties-in-interest, as applicable. Consistent with the foregoing, the Debtors also seek authority to file the monthly operating reports required by the Operating Guidelines and Reporting Requirements for Debtors in Possession and Trustees (together, the "Guidelines") promulgated by the Office of the United States Trustee for the Southern District of New York (the "U.S. Trustee") on a consolidated basis. Nevertheless, the Debtors will maintain separate disbursement reports.

Argument

9. Bankruptcy Rule 1015(b) provides that "[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates." The Debtors are "affiliates" as that term is defined under section 101(2) of the Bankruptcy Code because NII Holdings wholly-owns each of the other

Debtors, either directly or indirectly. Accordingly, this Court is authorized to grant the relief requested herein.

10. The joint administration of the Debtors' chapter 11 cases will permit the Clerk of the Court to utilize a single general docket for these cases and combine notices to creditors of the Debtors' respective estates and other parties in interest. Entering an order directing joint administration of the Debtors' chapter 11 cases will avoid the need for duplicative notices, motions, applications and orders, thereby saving time and expense that otherwise would be required to administer individual cases. The entry of an order of joint administration will: (a) significantly reduce the volume of pleadings that otherwise would be filed with the Clerk of this Court; (b) render the completion of various administrative tasks less costly; and (c) minimize the number of unnecessary delays associated with the administration of nine separate chapter 11 cases.

11. The rights of creditors will not be affected adversely because this Motion requests only administrative, and not substantive, consolidation of the Debtors' estates. In fact, creditors will benefit from the reduced costs that will result from the joint administration of these cases. Finally, joint administration will simplify supervision of the administrative aspects of these chapter 11 cases by the U.S. Trustee — a task that would pose unnecessary burdens absent joint administration.

12. Pursuant to section 342(c)(1) of the Bankruptcy Code "[i]f notice is required to be given by the debtor to a creditor . . . such notice shall contain the name, address, and last four digits of the taxpayer identification number of the debtor." 11 U.S.C. § 342(c)(1). The Proposed Caption incorporates all of the required information by reference and, therefore, complies with the terms of section 342(c) of the Bankruptcy Code.

13. Finally, filing the monthly operating reports required by the Guidelines promulgated by the U.S. Trustee on a consolidated basis will further administrative economy and efficiency without prejudice to any party in interest. The Debtors submit that the reports would accurately reflect the Debtors' consolidated business operations and financial affairs. Joint administration of the Debtors' cases is, thus, appropriate here.

Notice

14. No trustee or examiner has been appointed in these chapter 11 cases. Notice of this Motion has been provided to: (a) the U.S. Trustee; (b) Wilmington Savings Fund Society, FSB, solely in its capacities as the trustee under the indentures governing those certain 10% senior unsecured notes due in 2016 and those certain 7.625% senior unsecured notes due in 2021; (c) U.S. Bank National Association, solely in its capacity as the trustee under the indenture governing those certain 8.875% senior unsecured notes due in 2019; (d) Wilmington Trust, National Association, solely in its capacities as the trustee under the indentures governing those certain 11.375% senior unsecured notes due in 2019 and those certain 7.875% senior unsecured notes due in 2019; (e) counsel to the ad hoc group of majority holders of the notes; (f) counsel to the ad hoc group of minority holders of the notes; and (g) those creditors holding the twenty largest unsecured claims against the Debtors' estates. The Debtors submit that no other or further notice need be provided.

No Prior Request

15. No prior request for the relief sought in this Motion has been made to this or any other Court in connection with these chapter 11 cases.

WHEREFORE, the Debtors respectfully request that the Court (i) enter an order in each of the above-captioned cases substantially in the form attached hereto as Exhibit B, granting the relief requested herein; and (ii) grant such other and further relief to the Debtors as the Court may deem proper.

Dated: September 15, 2014
New York, New York

Respectfully submitted,

/s/ Scott J. Greenberg

Scott J. Greenberg
JONES DAY
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
Facsimile: (212) 755-7306

- and -

David G. Heiman (*pro hac vice* pending)
Carl E. Black (*pro hac vice* pending)
JONES DAY
North Point
901 Lakeside Avenue
Cleveland, Ohio 44114
Telephone: (216) 586-3939
Facsimile: (216) 579-0212

PROPOSED ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT A

Proposed Caption

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----x
In re: : Chapter 11
: Case No. 14-_____ (____)
NII Holdings, Inc., et al.¹ : (Jointly Administered)
Debtors. :
-----x

¹ The Debtors are comprised of the following nine entities (the last four digits of their respective U.S. taxpayer identification numbers follow in parentheses): NII Holdings, Inc. (1412); Nextel International (Services), Ltd. (6566); NII Capital Corp. (6843); NII Aviation, Inc. (6551); NII Funding Corp. (6265); NII Global Holdings, Inc. (1283); NII International Telecom S.C.A. (7498); NII International Holdings S.à r.l. (N/A); and NII International Services S.à r.l. (6081). The location of the Debtors' corporate headquarters and the Debtors' service address is: 1875 Explorer Street, Suite 1000, Reston, VA 20190.

EXHIBIT B

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X

In re:

NII Holdings, Inc., : Chapter 11
a Delaware corporation, : Case No. 14-____ (____)

Debtor.

Tax ID Number 91-1671412

In re:

Nextel International (Services), Ltd., : Chapter 11
a Delaware limited company, : Case No. 14-____ (____)

Debtor.

Tax ID Number 91-1726566

In re:

NII Capital Corp., : Chapter 11
a Delaware corporation, : Case No. 14-____ (____)

Debtor.

Tax ID Number 22-3176843

In re:

NII Aviation, Inc., : Chapter 11
a Delaware corporation, : Case No. 14-____ (____)

Debtor.

Tax ID Number 20-1256551

----- X
In re: : Chapter 11
NII Funding Corp., : Case No. 14-____ (____)
a Delaware corporation, :
Debtor. :
Tax ID Number 91-1806265 :
----- X

----- X
In re: : Chapter 11
NII Global Holdings, Inc., : Case No. 14-____ (____)
a Delaware corporation, :
Debtor. :
Tax ID Number 27-1341283 :
----- X

----- X
In re: : Chapter 11
NII International Telecom S.C.A., : Case No. 14-____ (____)
a Luxembourg société en commandite par :
actions, :
Debtor. :
Tax ID Number 98-1027498 :
----- X

----- X
In re: : Chapter 11
NII International Holdings S.à r.l., : Case No. 14-____ (____)
a Luxembourg société à responsabilité limitée, :
Debtor. :
Tax ID Number (N/A) :
----- X

----- x
In re: :
: :
NII International Services S.à r.l., : Chapter 11
a Luxembourg société à responsabilité limitée, : Case No. 14-____ (____)
: :
Debtor. :
: :
Tax ID Number 98-1096081 :
----- x

**ORDER, PURSUANT TO RULE 1015(b) OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE, DIRECTING
JOINT ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES**

This matter coming before the Court on the Motion of Debtors and Debtors in Possession, Pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure, for an Order Directing the Joint Administration of their Chapter 11 Cases (the "Motion"),¹ filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Motion and the Freiman Declaration and having considered the statements of counsel with respect to the Motion at a hearing before the Court (the "Hearing"); and the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b) and (iii) notice of the Motion and the Hearing was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion and the Freiman Declaration and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.
2. The nine above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court. One consolidated docket, one file

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

and one consolidated service list shall be maintained by NII Holdings and kept by the Clerk of the United States Bankruptcy Court for the Southern District of New York with the assistance of the notice and claims agent retained by the Debtors in these chapter 11 cases, which shall be the file and docket for the chapter 11 case of NII Holdings, Inc., Case Number 14- ____ (____).

3. Nothing contained in this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of any of the above-captioned chapter 11 cases.

4. The caption of the jointly administered chapter 11 cases (the "Caption") shall read as follows:

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----x
In re: : Chapter 11
: :
NII Holdings, Inc., et al.^{FN} : Case No. 14- ____ (____)
: :
Debtors. : (Jointly Administered)
: :
-----x

5. The Caption satisfies the requirements of section 342(c) of the Bankruptcy Code in all respects.

FN The Debtors are comprised of the following nine entities (the last four digits of their respective U.S. taxpayer identification numbers follow in parentheses): NII Holdings, Inc. (1412); Nextel International (Services), Ltd. (6566); NII Capital Corp. (6843); NII Aviation, Inc. (6551); NII Funding Corp. (6265); NII Global Holdings, Inc. (1283); NII International Telecom S.C.A. (7498); NII International Holdings S.à r.l. (N/A); and NII International Services S.à r.l. (6081). The location of the Debtors' corporate headquarters and the Debtors' service address is: 1875 Explorer Street, Suite 1000, Reston, VA 20190.

6. A notation substantially similar to the following notation shall be entered on the docket of each of the Debtors' cases other than NII Holdings to reflect the joint administration of these cases:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of NII Holdings, Inc. and its direct and indirect debtor subsidiaries. The docket in the chapter 11 case of NII Holdings, Inc., Case No. 14-____ (____), should be consulted for all matters affecting this case.

7. The Debtors are authorized to utilize a combined service list for the jointly-administered cases, and combined notices may be sent to creditors of the Debtors' estates and other parties in interest, as applicable.

8. The Debtors are hereby authorized to file the monthly operating reports required by the Guidelines promulgated by the U.S. Trustee on a consolidated basis for all Debtors; provided, however, that nothing herein shall relieve the Debtors from any obligation to report disbursements on a Debtor-by-Debtor basis.

9. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: _____, 2014
New York, New York

UNITED STATES BANKRUPTCY JUDGE